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IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE EASTERN DISTRICT OF VIRGINIA  
RICHMOND DIVISION

- - - - -	x
In re:	: Chapter 11
	:
CIRCUIT CITY STORES, INC.,	: Case No. 08-35653
<u>et al.</u> ,	:
	: Tax ID No. (54-0493875)
Debtors.	:
	: Jointly Administered
- - - - -	x

**MOTION OF DEBTORS FOR ORDER PURSUANT TO BANKRUPTCY CODE  
SECTIONS 105 AND 503, AND BANKRUPTCY RULES 2002 AND 9007  
(I) SETTING SECOND ADMINISTRATIVE BAR DATE AND  
PROCEDURES FOR FILING AND OBJECTING TO ADMINISTRATIVE  
EXPENSE REQUESTS AND (II) APPROVING FORM AND MANNER OF  
NOTICE THEREOF**

The debtors and debtors in possession in the

above-captioned cases (collectively, the "Debtors")<sup>1</sup> hereby move (the "Motion") this Court for entry of an order (the "Order") pursuant to sections 105 and 503 of title 11 of the United States Code (the "Bankruptcy Code"), and Rules 2002 and 9007 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") (i) setting a second administrative bar date and procedures for filing and objecting to administrative expense requests, and (ii) approving the form and manner of notice thereof. In support of the Motion, the Debtors respectfully represent as follows:

#### **JURISDICTION AND VENUE**

1. This Court has jurisdiction to consider this Motion under 28 U.S.C. §§ 157 and 1334. This is a core proceeding under 28 U.S.C. § 157(b). Venue of

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<sup>1</sup> The Debtors and the last four digits of their respective taxpayer identification numbers are as follows: Circuit City Stores, Inc. (3875), Circuit City Stores West Coast, Inc. (0785), InterTAN, Inc. (0875), Ventoux International, Inc. (1838), Circuit City Purchasing Company, LLC (5170), CC Aviation, LLC (0841), CC Distribution Company of Virginia, Inc. (2821), Circuit City Properties, LLC (3353), Kinzer Technology, LLC (2157), Abbott Advertising Agency, Inc. (4659), Patapsco Designs, Inc. (6796), Sky Venture Corp. (0311), PRAHS, INC. (n/a), XSStuff, LLC (9263), Mayland MN, LLC (6116), Courchevel, LLC (n/a), Orbyx Electronics, LLC (3360), and Circuit City Stores PR, LLC (5512). The address for the Debtors is 4951 Lake Brook Drive, Suite #500, Glen Allen, VA 23060.

these cases and this Motion in this District is proper under 28 U.S.C. §§ 1408 and 1409.

2. The statutory predicates for the relief requested herein are Bankruptcy Code sections 105 and 503. Such relief is warranted pursuant to Bankruptcy Rules 2002 and 9007.

#### **BACKGROUND**

3. On November 10, 2008 (the "Petition Date"), the Debtors filed voluntary petitions in this Court for relief under chapter 11 of the Bankruptcy Code.

4. The Debtors continue as debtors in possession pursuant to Bankruptcy Code sections 1107 and 1108.

5. On November 12, 2008, the Office of the United States Trustee for the Eastern District of Virginia appointed a statutory committee of unsecured creditors (the "Creditors' Committee"). To date, no trustee or examiner has been appointed in these chapter 11 cases.

6. On January 16, 2009, the Court authorized the Debtors, among other things, to conduct going out of business sales at the Debtors' remaining 567 stores

pursuant to an agency agreement (the "Agency Agreement") between the Debtors and a joint venture, as agent (the "Agent"). On January 17, 2009, the Agent commenced going-out-of-business sales pursuant to the Agency Agreement at the Debtors' remaining stores. The going-out-of-business sales were concluded on or about March 8, 2009.

7. On September 29, 2009, the Debtors and the Creditors Committee filed the First Amended Joint Plan of Liquidation of Circuit City Stores, Inc. and its Affiliated Debtors and Debtors In Possession and its Official Committee of Creditors Holding General Unsecured Claims (the "Plan"). The associated disclosure statement (the "Disclosure Statement") was approved on September 24, 2009. Confirmation of the Plan is currently scheduled for February 11, 2010.

8. Generally, the Plan provides for the liquidation of the Debtors under chapter 11 of the Bankruptcy Code.

#### **RELIEF REQUESTED**

9. By this Motion, the Debtors seek entry of an order (i) fixing March 31, 2010 at 5:00 p.m. (Pacific

time) as the second administrative bar date (the "Second Administrative Bar Date") within which certain Administrative Expense Requests (as defined herein) against the Debtors must be filed; and (ii) establishing the Second Administrative Bar Date procedures. In addition, this Motion seeks approval of the Debtors' proposed notice of the Second Administrative Bar Date (the "Second Administrative Bar Date Notice"), substantially in the form attached to Order as Exhibit A.

**BASIS FOR RELIEF**

10. On May 15, 2009, this Court entered the Order Pursuant to Bankruptcy Code Sections 105 and 503 and Bankruptcy Rules 2002 and 9007 (I) Setting Administrative Bar Date and Procedures for Filing and Objecting to Administrative Expense Requests and (II) Approving Form and Manner of Notice Thereof (D.I. 3354; the "First Administrative Bar Date Order"). The First Administrative Bar Date Order set June 30, 2009 as the bar date (the "First Administrative Bar Date") for filing claims for administrative expenses that arose from the Petition Date through and including April 30, 2009 (the "First Administrative Period").

11. At this stage of the Debtors' cases, the Debtors believe that establishing an Second Administrative Bar Date is appropriate and will help facilitate an orderly liquidation of their estates.

12. **Definition of Administrative Expense.**

For purposes of the Second Administrative Bar Date, the Debtors propose that the term "Administrative Expense" mean, as to or against any of the Debtors (a) any right to payment, whether or not such right is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured or unsecured, or (b) any right to an equitable remedy for breach of performance if such breach gives rise to a right to payment, whether or not such right to an equitable remedy is reduced to judgment, fixed, contingent, matured, unmatured, disputed, undisputed, secured or unsecured, that (1) satisfies sections 365(d)(3), 365(d)(5), or 503(b), including 503(b)(1) through (b)(8) of the Bankruptcy Code, but excluding section 503(b)(9), and (2) first arose (or, only in the case of unexpired leases of real and personal property, accrued) from and after **May 1, 2009**

through and including **December 31, 2009** (such period beginning on May 1, 2009 and ending on December 31, 2009, the "Second Administrative Period").

13. The Debtors propose that a request for payment of an Administrative Expense (each an "Administrative Expense Request") be filed by on or before March 31, 2010 -- the Second Administrative Bar Date -- by all holders, including (without limitation) persons, entities, individuals, partnerships, corporations, estates, trusts, indenture trustees, unions and governmental units, of an Administrative Expense.

**14. Excluded Administrative Expense Holders.**

Nevertheless, the Debtors request that the following holders need not file an Administrative Expense Request:

- (i) Parties that have already properly filed an Administrative Expense Request with the Court or Kurtzman Carson Consultants LLC (the "Claims Agent") that clearly sets forth that such party is asserting an Administrative Expense;
- (ii) Parties whose Administrative Expense has been previously allowed by order of the Court;

- (iii) A Debtor or Debtors holding an Administrative Expense against one or more other Debtors; and
- (iv) Professional advisors (i.e., attorneys, financial advisors, accountants, claims agents, or other professionals) retained by the Debtors or the Creditors' Committee under Bankruptcy Code sections 327, 328 or 1103 and whose Administrative Expense is for services rendered and reimbursement of expenses in these Chapter 11 cases.

15. The Debtors also request that any holder of a 503(b)(9) administrative claim (each a "503(b)(9) Holder"), which claim/expense was required to be filed by December 19, 2008 (the "503(b)(9) Bar Date"), pursuant to order of this Court (D.I. 145; the "503(b)(9) Bar Date Order) and any holder whose claim/expense was required to be filed by the June 30, 2009 pursuant to the First Administrative Bar Date Order, not now be permitted to file an Administrative Expense Request. As set forth in the 503(b)(9) Bar Date Order, any person or entity holding a claim/expense pursuant to Bankruptcy Code section 503(b)(9) that failed to file a claim/expense request on or before December 19, 2008, is forever barred and estopped from asserting a



claim/expense pursuant to Bankruptcy Code section 503(b)(9) against the Debtors, their estates, or the property of any of them, absent further order of the Court. Similarly, as set forth in the First Administrative Bar Date Order, any person or entity holding a claim/expense that first arose (or, only in the case of unexpired leases of real and personal property, accrued) in the First Administrative Period, that failed to file a claim/expense on or before the June 30, 2009, is forever barred and estopped from asserting a claim/expense pursuant to Bankruptcy Code sections 365(d)(3), 365(d)(5), or 503(b), first arising (or, only in the case of unexpired leases of real and personal property, accruing) during the First Administrative Period, against the Debtors, their estates, or the property of any of them, absent further order of the Court. **This Motion is not a request by the Debtors for an extension of either such deadline.**

16. The Debtors propose, through the Second Administrative Bar Date Notice, to advise holders of potential Administrative Expenses that if they fail to file a request for payment of their Administrative

Expense by the Second Administrative Bar Date, such holders (a) will be forever barred and estopped from asserting their Administrative Expense(s) against the Debtors and/or their estates and (b) will not be permitted to receive payment from the Debtors' estates or participate in any distribution under any plan or plans of liquidation in the Debtors' chapter 11 cases on account of such Administrative Expenses.

**17. Notice of the Second Administrative Bar Date.** To provide ample time for (i) mailing the Second Administrative Bar Date Notice and (ii) allowing holders of Administrative Expenses a reasonable opportunity to prepare and file Administrative Expense Requests, the Debtors are requesting that this Court fix **March 31, 2010 at 5:00 p.m. (Pacific time)** as the Second Administrative Bar Date, with notices to be mailed no later than **seven (7) days from entry of the Order**. A **March 31, 2010** Second Administrative Bar Date and a mailing date no later than **seven (7) days from entry of the Order** will allow a period of approximately forty (40) days for holders of Administrative Expenses to file

Administrative Expense Requests, which is more than adequate notice of the Second Administrative Bar Date.

18. The Debtors intend (i) to mail the Second Administrative Bar Date Notice to all known and reasonably ascertainable creditors by **seven (7) days after the entry of the Order** and (ii) to publish a notice in a form substantially similar to the Second Administrative Bar Date Notice in the national edition of the Wall Street Journal, the international edition of the Financial Times, and the Richmond Times Dispatch no later than **seven (7) days after the entry of the Order**.

19. **Form of Administrative Expense Request.**

The Debtors request that, to be considered, each Administrative Expense Request must (a) be in writing, (b) be denominated in lawful United States currency, (c) specify the Debtor against which the claimant asserts the Administrative Expense, (d) set forth with specificity the legal and factual basis for the Administrative Expense and (e) have attached to it supporting documentation upon which the claimant will rely to support the Request.

20. In addition, the Debtors request that holders of Administrative Expenses be required to specifically set forth, in their Administrative Expense Request, the full name of the Debtor against whom the Administrative Expense is filed and that such holders not be permitted to aggregate Administrative Expenses against multiple Debtors in a single Request.

21. **Procedure for Filing Requests.** The Debtors request that, for any Administrative Expense Request to be validly and properly filed, a signed original of the completed Administrative Expense Request, together with accompanying documentation, be required to be delivered to the Claims Agent, at the address set forth on the Second Administrative Bar Date Notice so as to be received no later than 5:00 p.m., Pacific Time, on March 31, 2010. The Debtors propose that holders of Administrative Expenses be permitted to submit Administrative Expense Requests in person, by courier, hand delivery or by mail, but not by facsimile or other electronic means. Administrative Expense Requests shall be deemed filed when actually received by the Claims Agent. If a holder of an Administrative Expense wishes

to receive acknowledgment of the Debtors receipt of such creditor's Administrative Expense Request, such holder of an Administrative Expense must submit a copy of the applicable Administrative Expense Request and a self-addressed, stamped envelope.

**22. Procedures for Hearing and Objecting to Requests.** Lastly, the Debtors further request that holders of Administrative Expense Requests file their Administrative Expense Requests with the Claims' Agent, rather than with the Court. This will enable the Debtors to orderly review and reconcile any filed Administrative Expense Requests.

**23.** Following the Second Administrative Expense Bar Date, the Debtors will begin the process of reconciling Administrative Expense Requests. To the extent any improper Administrative Expense Requests are filed, the Debtors will object to such Administrative Expense Requests at least thirty (30) days prior to a scheduled hearing (unless such period is shortened by order of the Court), to which the holder of such Administrative Expense Request will have an opportunity to respond.

24. The Debtors also submit that the procedures (the "Omnibus Objection Procedures") approved by this Court in the Order Establishing Omnibus Objection Procedures And Approving The Form And Manner Of Notice Of Omnibus Objections (D.I. 2881) apply to Administrative Expense Requests and should apply to objections to Administrative Expense Requests only to the extent such Omnibus Objection Procedures are not inconsistent with this Motion, the Order, or the Second Administrative Bar Date Notice. To the extent there is a conflict between the Omnibus Objection Procedures and this Motion, the Order, or the Second Administrative Bar Date Notice, the Motion, the Order, or Second Administrative Bar Date Notice, as applicable, shall control.

25. Notwithstanding the foregoing procedures, the Debtors submit that it would be inappropriate to shift any burdens of proof with respect to the Administrative Expenses. Thus, the Debtors request that this Court order that nothing in this Motion, the Order, or the Second Administrative Bar Date Notice should be

deemed to shift the burdens of proof pertaining to Administrative Expenses.

**APPLICABLE AUTHORITY**

26. The Debtors now seek to establish a Second Administrative Bar Date to determine what, if any, Administrative Expenses are (or remain) asserted against the Debtors.

27. Bankruptcy Code section 503(a) provides that "an entity may timely file a request for payment of an administrative expense" 11 U.S.C. § 503(a) (emphasis added). Pursuant to Bankruptcy Code section 105, this Court may issue any order "necessary or appropriate" to carry out, among other things, the mandate of Bankruptcy Code 503(a). Read together, these two provisions authorize approval of a deadline to file Administrative Expense Requests.

28. Bankruptcy Code sections 105 and 503, together with and Bankruptcy Rule 9007, permit the Court to approve the proposed administrative expense filing procedures and to approve the form, manner and sufficiency of notice of the Second Administrative Bar Date. See Fed. R. Bankr. P. 9007 (authorizing the Court

to order the form and manner of notice and the time within which it must given).

29. Moreover, this Court has already approved identical administrative expense filing procedures and approved the form, manner and sufficiency of thereof in the First Administrative Bar Date Order.

30. The Debtors submit that approval of the proposed procedures for the form of, filing, and objections to Administrative Expense Requests and the form, manner and sufficiency of notice of such procedures and the Second Administrative Bar Date satisfy the foregoing standard.

31. Additionally, establishing a second administrative bar date is a critical element for the Debtors to proceed with the orderly and efficient administration of these cases for the benefit of their estates, creditors and other parties-in-interest. The Debtors are, among other things, liquidating their remaining assets, reconciling and objecting to claims filed with the Court and reconciling and objecting to Bankruptcy Code section 503(b)(9) administrative claims/expenses and administrative claims/expenses from



the First Administrative Period. As these and other activities continue, the Debtors are reviewing and revising their liquidation analysis in order to determine what payments will be made upon confirmation and pursuant to the Plan. To do so, the Debtors must know the full nature, extent and scope of the Administrative Expenses asserted against the Debtors and their estates so that they can estimate distributions and the amounts required to be reserved by the terms of a plan. Accordingly, it is in the best interests of the Debtors and their estates for the Court to grant the relief requested herein.

32. Also, in this instance, the Debtors have provided adequate notice of this Motion and will provide sufficient notice of the Second Administrative Bar Date to all potential holders of Administrative Expenses and parties-in-interest. The Debtors will also publish notice of the Second Administrative Bar Date in the national edition of the Wall Street Journal, the international edition of the Financial Times, and the Richmond Times Dispatch. Holders of Administrative Expenses against the Debtors will have in excess of the

twenty-day period prescribed by Bankruptcy Rule 2002(a)(7), which specifically applies to filing proofs of claims, for notice of the Second Administrative Bar Date. Additionally, given the size and notoriety of these cases, holders of Administrative Expenses will have additional notice of the Second Administrative Bar Date.

#### **NOTICE**

33. Notice of this Motion has been provided to those parties who have requested notice pursuant to Bankruptcy Rule 2002 and the Core Group (as defined in the Order Pursuant to Bankruptcy Code Sections 102 and 105, Bankruptcy Rules 2002 and 9007, and Local Bankruptcy Rules 2002-1 and 9013-1 Establishing Certain Notice, Case Management, and Administrative Procedures (Docket No. 130; the "Case Management Order")). The Debtors submit that, under the circumstances, no other or further notice need be given.

#### **WAIVER OF MEMORANDUM OF LAW**

34. Pursuant to Local Bankruptcy Rule 9013-1(G), and because there are no novel issues of law presented in the Motion and all applicable authority is

set forth in the Motion, the Debtors request that the requirement that all motions be accompanied by a separate memorandum of law be waived.

**NO PRIOR REQUEST**

35. No previous request for the relief sought herein has been made to this Court or any other court.

**CONCLUSION**

WHEREFORE, the Debtors respectfully request that the Court enter the Order, substantially in the form annexed hereto, granting the relief requested herein and such other and further relief as may be just and proper.

Dated: January 28, 2010  
Richmond, Virginia

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IN THE UNITED STATES BANKRUPTCY COURT  
 FOR THE EASTERN DISTRICT OF VIRGINIA  
 RICHMOND DIVISION

- - - - -	x
In re:	: Chapter 11
	:
CIRCUIT CITY STORES, INC.,	: Case No. 08-35653
<u>et al.</u> ,	:
	: Jointly Administered
Debtors.	:
- - - - -	x

**ORDER PURSUANT TO BANKRUPTCY CODE SECTIONS 105 AND 503  
 AND BANKRUPTCY RULES 2002 AND 9007 (I) SETTING SECOND  
 ADMINISTRATIVE BAR DATE AND PROCEDURES FOR FILING AND  
 OBJECTING TO ADMINISTRATIVE EXPENSE REQUESTS AND  
 (II) APPROVING FORM AND MANNER OF NOTICE THEREOF**

Upon the motion (the "Motion"),<sup>1</sup> of the Debtors  
 for an order pursuant to Bankruptcy Code 105 and 503 and

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<sup>1</sup> Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Motion.

Bankruptcy Rules 2002 and 9007 (i) setting an second administrative bar date and procedures for filing and objecting to administrative expense requests, and (ii) approving the form and manner of notice thereof; and the Court having determined that the relief requested, their estates, their creditors, and other parties in interest; and it appearing that proper and adequate notice of the Motion has been given and that no other or further notice is necessary; and upon the record herein; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

**ORDERED, ADJUDGED AND DECREED THAT:**

1. The Motion is GRANTED.
2. For purposes of the Motion and this Order, the term "Administrative Expense" means, as to or against any of the Debtors (a) any right to payment, whether or not such right is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured or unsecured, or (b) any right to an equitable remedy for breach of performance if such breach gives

rise to a right to payment, whether or not such right to an equitable remedy is reduced to judgment, fixed, contingent, matured, unmatured, disputed, undisputed, secured or unsecured, that (1) satisfies sections 365(d)(3), 365(d)(5), or 503(b), including 503(b)(1) through (b)(8) of the Bankruptcy Code, but excluding section 503(b)(9), and (2) first arose (or, only in the case of unexpired leases of real and personal property, accrued) from and after **May 1, 2009** through and including **December 31, 2009** (such period beginning on May 1, 2009 and ending on December 31, 2009, the "Second Administrative Period").

3. All holders of or those wishing to assert an Administrative Expense, including (without limitation) persons, entities, individuals, partnerships, corporations, estates, trusts, indenture trustees, unions and governmental units, must file an Administrative Expense Request on or before **5:00 p.m. (Pacific) on March 31, 2010** -- the Second Administrative Bar Date -- in accordance with the procedures set forth below.

4. Notwithstanding the preceding paragraphs, the following holders need not file an Administrative Expense Request:

- (i) Parties that have already properly filed an Administrative Expense Request with the Court or the Claim Agent that clearly sets forth that such party is asserting an Administrative Expense;
- (ii) Parties whose Administrative Expense has been previously allowed by order of the Court;
- (iii) A Debtor or Debtors holding an Administrative Expense against one or more other Debtors; and
- (iv) Professional advisors (i.e., attorneys, financial advisors, accountants, Expenses agents) retained by the Debtors or the Creditors' Committee under Bankruptcy Code sections 327, 328 or 1103 and whose Administrative Expense is for services rendered and reimbursement of expenses in these Chapter 11 cases.

5. Any holder of a 503(b)(9) administrative claim (each, a "503(b)(9) Holder"), who was required to file his claim/expense by December 19, 2008 (the "503(b)(9) Bar Date") pursuant to the 503(b)(9) Bar Date Order is not now permitted to file an Administrative Expense Request. As set forth in the 503(b)(9) Bar Date



Order, any person or entity holding a claim/expense pursuant to Bankruptcy Code section 503(b)(9) that failed to file a claim/expense request on or before December 19, 2008, is forever barred and estopped from asserting a claim/expense pursuant to section 503(b)(9) against the Debtors, their estates, or property of any of them, absent further order of the Court.

6. Any holder of a claim/expense which was required to be filed by the First Administrative Bar Date pursuant to the First Administrative Bar Date Order, is not now be permitted to file an Administrative Expense Request for such period. As set forth in the First Administrative Bar Date Order, any person or entity holding a claim/expense that first arose (or, only in the case of unexpired leases of real and personal property, accrued) in the First Administrative Period, that failed to file a claim/expense on or before the First Administrative Bar Date, is forever barred and estopped from asserting a claim/expense pursuant to Bankruptcy Code satisfies sections 365(d)(3), 365(d)(5), or 503(b), first arising (or, only in the case of unexpired leases of real and personal property, accruing)

during the First Administrative Period, against the Debtors, their estates, or the property of any of them, absent further order of the Court.

7. To be considered, each Administrative Expense Request must (a) be in writing, (b) be denominated in lawful United States Currency, (c) specify the Debtor against which the claimant asserts the Administrative Expense, (d) set forth with specificity the legal and factual basis for the Administrative Expense, and (e) have attached to it supporting documentation upon which the claimant will rely to support the Request.

8. In addition, each Administrative Expense Request must specifically set forth the full name of the Debtor against whom the Administrative Expense is filed. Administrative Expenses against multiple Debtors may not be aggregated in a single Request.

9. The Debtors shall serve the Administrative Bar Date Notice substantially in the form of the notice attached hereto as Exhibit A by first class mail on or within seven (7) days from the date of entry of this Order to all known and reasonably

ascertainable creditors or holders of Administrative Expenses.

10. The Debtors shall publish a notice in a form substantially similar to the Second Administrative Bar Date Notice in the national edition of the Wall Street Journal, the international edition of the Financial Times, and the Richmond Times Dispatch no later than seven (7) days from the date of entry of this Order.

11. All Administrative Expense Requests filed by mail, hand, or overnight courier shall be addressed to:

Circuit City Stores, Inc., et al.  
Claims Processing Dept.  
Kurtzman Carson Consultants LLC  
2335 Alaska Avenue  
El Segundo, CA 90245

12. An Administrative Expense Request is deemed filed only when the Administrative Expense Request is **received** by the Claims Agent at the above address. Administrative Expense Requests submitted by facsimile or other electronic means shall be rejected by the Claims Agent and will not be deemed filed.

13. Any person or entity holding or wishing to assert Administrative Expenses against more than one Debtor must file a separate Administrative Expense Request in the case of each Debtor against which the creditor believes it holds an Administrative Expense and must identify on their Administrative Expense Request the particular Debtor against which their Administrative Expense is asserted and the case number of that Debtor's bankruptcy case. An Administrative Expense Request listing no reference to a particular Debtor or an Administrative Expense Request listing all of the Debtors will be deemed filed against Circuit City Stores, Inc., Case No. 08-35653.

14. Any person or entity that is required, but fails, to file an Administrative Expense Request for its Administrative Expense in accordance with the procedures set forth in this Order on or before the Second Administrative Bar Date (a) shall be forever barred, estopped, and enjoined from asserting any Administrative Expense against the Debtors and the Debtors shall be forever discharged from any and all indebtedness or liability with respect to such

Administrative Expenses and (b) shall not be permitted to receive payment from the Debtors' estates or participate in any distribution under any plan or plans of liquidation in the Debtors' chapter 11 cases on account of such Administrative Expenses.

15. Nothing in this Order shall, or shall be deemed to, prejudice the Debtors' right to object to (i) any claim/expense, whether filed or scheduled (e.g., as contingent, unliquidated or disputed), and (ii) any Administrative Expense on any ground, or to dispute, or to assert offsets against or defenses to, any claim/expense (administrative or otherwise), as to amount, liability, classification, or otherwise, and to subsequently designate any claim/expense as disputed, contingent or unliquidated.

16. To the extent not inconsistent with the Motion, this Order, or the Second Administrative Bar Date Notice, the procedures (the "Omnibus Objection Procedures") approved by this Court (and attached as Exhibit B hereto) by the Order Establishing Omnibus Objection Procedures And Approving The Form And Manner Of Notice Of Omnibus Objections (D.I. 2881) shall apply

to omnibus objections to Administrative Expense Requests. To the extent there is a conflict between the Omnibus Objection Procedures and the Motion, this Order, or the Second Administrative Bar Date Notice, the Motion, the Order, or Second Administrative Bar Date Notice, as the case may be, shall control.

17. To the extent the Debtors object to an Administrative Expense Request, such objection must be filed at least thirty (30) days prior to the proposed hearing on such objection (unless such period is shortened by the Court), to which the holder(s) of such Administrative Expense Request will have an opportunity to respond no later than seven (7) days prior to the hearing on such objection.

18. Nothing in the Motion, this Order, or the Second Administrative Bar Date Notice shall be construed as shifting or deemed to shift the burdens of proof pertaining to Administrative Expenses.

19. Nothing contained herein shall limit, abridge, or otherwise affect the Debtors' right to request that the Court fix a date by which the holder of an Administrative Expense that is specifically excluded

from the requirements to file an Administrative Expense Request by this Order must file an Administrative Expense Request.

20. The Debtors are authorized to take such steps and do such things as they deem to be reasonably necessary to fulfill the notice requirements established by this Order, including the expenditure of all sums reasonably necessary to implement the provisions of this Order.

21. The requirement under Local Bankruptcy Rule 9013-1(G) to file a memorandum of law in connection with the Motion is hereby waived.

22. This Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation of and/or interpretation of this Order.

Dated: Richmond, Virginia  
\_\_\_\_\_, 2010

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UNITED STATES BANKRUPTCY JUDGE

WE ASK FOR THIS:

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(804) 775-1000

Counsel to the Debtors and Debtors in Possession



**CERTIFICATION OF ENDORSEMENT UNDER LOCAL RULE 9022-1(C)**

Pursuant to Local Bankruptcy Rule 9022-1(C), I  
hereby certify that the foregoing proposed order has  
been endorsed by or served upon all necessary parties.

/s/ Douglas M. Foley\_\_\_\_\_  
Douglas M. Foley

**EXHIBIT A**

**(Form of Notice)**

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Counsel to the Debtors and Debtors in  
Possession

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE EASTERN DISTRICT OF VIRGINIA  
RICHMOND DIVISION

- - - - - x  
In re: : Chapter 11  
:  
CIRCUIT CITY STORES, INC., : Case No. 08-35653  
et al., :  
:  
Debtors. : Jointly Administered  
:  
- - - - - x

**NOTICE OF SECOND DEADLINE  
FOR FILING ADMINISTRATIVE EXPENSE REQUESTS**

**TO POTENTIAL HOLDERS OF ADMINISTRATIVE EXPENSES:**

**PLEASE TAKE NOTICE OF THE FOLLOWING:**

**THE FACT THAT YOU RECEIVED THIS NOTICE DOES NOT MEAN THAT YOU  
HAVE AN ADMINISTRATIVE EXPENSE OR MUST FILE AN ADMINISTRATIVE  
EXPENSE REQUEST - PLEASE READ THE FOLLOWING CAREFULLY**

On February [ ], 2010, the United States Bankruptcy  
Court for the Eastern District of Virginia (the "Bankruptcy  
Court") entered an order (the "Second Administrative Bar Date  
Order") in the above captioned chapter 11 cases establishing  
**March 31, 2010 at 5:00 p.m. (Pacific Time)** as the second

administrative expense bar date (the "Second Administrative Bar Date") in the chapter 11 cases of the above-captioned debtors and debtors in possession (collectively, the "Debtors").<sup>1</sup> Except as described below, the Second Administrative Bar Date Order requires all persons or entities holding an Administrative Expense (as defined below) first arising (or, only in the case of unexpired leases of real and personal property, accruing) from and after **May 1, 2009**, through and including **December 31, 2009** (such period beginning on May 1, 2009 and ending on December 31, 2009, the "Second Administrative Period") against any of the Debtors listed on page 4 below, to file a request for payment of such Administrative Expense (an "Administrative Expense Request") so that such Administrative Expense Request is received on or before **5:00 p.m. Pacific Time, on March 31, 2010** -- the Second Administrative Bar Date -- at the following address if delivered by mail, hand delivery or overnight courier:

**Circuit City Stores, Inc., et al.**  
**Claims Processing Dept.**  
**Kurtzman Carson Consultants LLC**  
**2335 Alaska Avenue**  
**El Segundo, CA 90245**

**DO NOT FILE YOUR ADMINISTRATIVE EXPENSE REQUEST WITH THE BANKRUPTCY COURT.**

#### **DEFINITION OF ADMINISTRATIVE EXPENSE**

For purposes of this Notice, "Administrative Expense" shall mean, as to or against any of the Debtors (a) any right to payment, whether or not such right is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured or unsecured; or (b) any right to an equitable remedy for breach of performance if such breach gives rise to a right to payment, whether or not such right to an equitable remedy is reduced to judgment, fixed, contingent, matured, unmatured, disputed, undisputed, secured or unsecured, that (1) satisfies sections 365(d)(3), 365(d)(5), or 503(b), including 503(b)(1) through (b)(8) of the Bankruptcy Code, but excluding section 503(b)(9), and (2) first arose (or,

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<sup>1</sup> **The Debtors and the last four digits of their respective taxpayer identification numbers are set forth at the end of this Notice. The address for the Debtors is 4951 Lake Brook Drive, Suite #500, Glen Allen, VA 23060.**

only in the case of unexpired leases of real and personal property, accrued) from and after May 1, 2009, through and including December 31, 2009, i.e., the Second Administrative Period.

**EXCLUSION OF 503(B)(9) ADMINISTRATIVE  
CLAIMANTS AND PRIOR ADMINISTRATIVE CLAIMANTS FROM SECOND  
ADMINISTRATIVE BAR DATE**

Any holder of a 503(b)(9) administrative claim/expense (each a "503(b)(9) Holder"), which claim/expense was required to be filed by December 19, 2009 (the "503(b)(9) Bar Date"), pursuant to order of this Court, is not now permitted to file an Administrative Expense Request. As set forth in the order establishing the 503(b)(9) Bar Date, any person or entity holding a claim/expense pursuant to Bankruptcy Code section 503(b)(9) that failed to file a claim/expense request on or before December 19, 2008, is forever barred and estopped from asserting a claim/expense pursuant to Bankruptcy Code section 503(b)(9) against the Debtors, their estates, or the property of any of them, absent further order of the Court.

Similarly, any holder of a claim/expense which was required to be filed by the June 30, 2009 (the "First Administrative Bar Date") pursuant to order of this Court, is not now be permitted to file an Administrative Expense Request for the First Administrative Period (as defined below). As set forth in the order establishing the First Administrative Bar Date, any person or entity holding a claim/expense that first arose (or, only in the case of unexpired leases of real and personal property, accrued) from or after the Petition Date through and including April 30, 2009 (the "First Administrative Period"), that failed to file a claim/expense on or before June 30, 2009, is forever barred an estopped from asserting a claim/expense pursuant to Bankruptcy Code satisfies sections 365(d)(3), 365(d)(5), or 503(b), including 503(b)(1) through (b)(8), first arising (or, only in the case of unexpired leases of real and personal property, accruing) during the First Administrative Period, against the Debtors, their estates, or the property of any of them, absent further order of the Court.

**PERSONS OR ENTITIES WHO MUST FILE  
ADMINISTRATIVE EXPENSE REQUESTS**

Pursuant to the Second Administrative Bar Date Order, all persons and entities (each as defined in the Bankruptcy

Code) holding one or more Administrative Expenses against the Debtors, including, without limitation, any Administrative Expenses held by the officers and directors of the Debtors no longer employed or serving as of December 31, 2009, former employees of the Debtors no longer employed as of December 31, 2009, indemnitees, individuals, partnerships, corporations, estates, trusts, indenture trustees, unions, governmental units, and non-Debtor parties to any unexpired leases or executory contracts (collectively the "Agreements") (individually, an "Entity" and collectively, "Entities") with any of the Debtors who allege that any amounts arising or accruing under any of the Agreements from and after May 1, 2009 are due, owing and unpaid as of December 31, 2009, are required to file an Administrative Expense Request on or before the Second Administrative Expense Bar Date.

**PERSONS OR ENTITIES WHO NEED NOT FILE  
ADMINISTRATIVE EXPENSE REQUEST**

The following Entities are not at this time required to file an Administrative Expense Request:

1. Entities that have already properly filed an Administrative Expense Request with the Court or KCC that clearly sets forth that such party is asserting an Administrative Expense.
2. Entities whose Administrative Expense has been previously allowed by order of the Court.
3. Debtors holding an Administrative Expense against another Debtor.
4. Professional persons (i.e., attorneys, financial advisors, accountants, investment bankers, real estate advisors, "ordinary course professionals", or other professionals) retained by the Debtors or the Creditors' Committee under Bankruptcy Code sections 327, 328 or 1103 and whose Administrative Expense is for services rendered and reimbursement of expenses in these Chapter 11 cases; provided, further, that any professional retained by court order under Bankruptcy Code section 327, 328 or 1103 need not submit a request for reimbursement of any expense under section 503(b) for any period subsequent to the Petition Date until such professional is so required under the Bankruptcy Code, Bankruptcy Rules and orders of the Court.

**INFORMATION THAT MUST BE INCLUDED WITH  
YOUR ADMINISTRATIVE EXPENSE REQUEST**

To be considered, each Administrative Expense Request must (a) be in writing, (b) be denominated in lawful United States Currency, (c) specify the Debtor against which the Entity asserts the Administrative Expense (see additional requirements below), (d) set forth with specificity the legal and factual basis for the Administrative Expense, and (e) have attached to it supporting documentation upon which the claimant will rely to support the Administrative Expense Request.

**FILING ADMINISTRATIVE EXPENSE REQUESTS  
AGAINST MULTIPLE DEBTORS**

Any Entity asserting Administrative Expenses against more than one Debtor must file a separate Administrative Expense with respect to each such Debtor. All Entities must identify in their Administrative Expense Request the particular Debtor against which their Administrative Expense is asserted and the case number of that Debtor's bankruptcy case. An Administrative Expense Request listing no reference to a particular Debtor or an Administrative Expense Request listing all of the Debtors will be deemed filed against Circuit City Stores, Inc., Case No. 08-35653.

**CONSEQUENCES OF FAILURE TO FILE  
ADMINISTRATIVE EXPENSE REQUESTS**

Any holder of an Administrative Expense that is required to file (but fails to file) an Administrative Expense Request in accordance with the procedures set forth herein on or before the Second Administrative Bar Date (a) shall be forever barred, estopped, and enjoined from asserting any Administrative Expense against the Debtors and the Debtors shall be forever discharged from any and all indebtedness or liability with respect to such Administrative Expense and (b) shall not be permitted to receive payment from the Debtors' estates or participate in any distribution under any plan or plans of liquidation in the Debtors' chapter 11 cases on account of such Administrative Expense.

#### TIME AND PLACE FOR FILING ADMINISTRATIVE EXPENSE REQUESTS

A signed original of Administrative Expense Request, together with accompanying documentation, must be delivered so as to be received no later than 5:00 p.m. Pacific Time on or before March 31, 2010, at the following address by mail, hand delivery or overnight courier:

Circuit City Stores, Inc., et al.  
Claims Processing Dept.  
Kurtzman Carson Consultants LLC  
2335 Alaska Avenue  
El Segundo, CA 90245

Any Administrative Expense Request submitted by facsimile or other electronic means will not be accepted and will not be deemed filed until such Administrative Expense Request is submitted by the method described in the foregoing sentence. Administrative Expense Requests will be deemed filed only when actually received at the address listed above. If you wish to receive acknowledgment of the Debtors' receipt of your Administrative Expense Request, you must also submit a copy of your Administrative Expense Request and a self-addressed, stamped envelope.

#### ADDITIONAL INFORMATION

If you require additional information regarding the filing of an Administrative Expense Request, you may contact the Debtors in writing, through their counsel, at the address listed above. You may also contact Kurtzman Carson Consultants LLC, at (888)830-4650 between 9:00 a.m. and 5:00 p.m. Pacific Time.

#### RESERVATION OF RIGHTS

The Debtors reserve the right to: object to (i) any claim, whether filed or scheduled (e.g., as contingent, unliquidated or disputed), and (ii) any Administrative Expense on any ground, or to dispute, or to assert offsets against or defenses to, any claim or Administrative Expense, as to amount, liability, classification, or otherwise, and to subsequently designate any claim as disputed, contingent or unliquidated.

PLEASE REFER TO THE SECOND ADMINISTRATIVE BAR DATE ORDER FOR OBJECTION PROCEDURES APPROVED BY THE BANKRUPTCY COURT APPLICABLE TO ADMINISTRATIVE EXPENSE REQUEST



**DEBTORS AND DEBTORS IN POSSESSION AND THE LAST FOUR DIGITS OF  
THEIR RESPECTIVE TAXPAYER IDENTIFICATION NUMBERS**

Circuit City Stores, Inc. (3875)  
Abbott Advertising Agency, Inc. (4659)  
Circuit City Stores West Coast, Inc. (0785)  
CC Distribution Company of Virginia, Inc. (2821)  
Circuit City Properties, LLC (3353)  
Patapsco Designs, Inc. (6796)  
Ventoux International, Inc. (1838)  
Sky Venture Corporation (0311)  
PRAHS, INC. (n/a)  
XSStuff, LLC (9263)  
Kinzer Technology, LLC (2157)  
Circuit City Purchasing Company, LLC (5170)  
Orbyx Electronics, LLC (3360)  
InterTAN, Inc. (0875)  
CC Aviation, LLC (0841)  
Courchevel, LLC (n/a)  
Circuit City Stores PR, LLC (5512)  
Mayland MN, LLC (6116)

BY ORDER OF THE UNITED STATES BANKRUPTCY COURT FOR THE EASTERN  
DISTRICT OF VIRGINIA DATED February [ ], 2010.

**EXHIBIT B**

(Omnibus Objection Procedures Previously Approved By  
Order Of The Bankruptcy Court)

Gregg M. Galardi, Esq.  
 Ian S. Fredericks, Esq.  
 SKADDEN, ARPS, SLATE, MEAGHER &  
 FLOM, LLP  
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 PO Box 636  
 Wilmington, Delaware 19899-0636  
 (302) 651-3000

Dion W. Hayes (VSB No. 34304)  
 Douglas M. Foley (VSB No. 34364)  
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 One James Center  
 901 E. Cary Street  
 Richmond, Virginia 23219  
 (804) 775-1000

- and -

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 SKADDEN, ARPS, SLATE, MEAGHER &  
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Counsel to the Debtors and  
 Debtors in Possession

IN THE UNITED STATES BANKRUPTCY COURT  
 FOR THE EASTERN DISTRICT OF VIRGINIA  
 RICHMOND DIVISION

- - - - - x  
 In re: : Chapter 11  
 :  
 CIRCUIT CITY STORES, INC., : Case No. 08-35653 (KRH)  
et al., :  
 :  
 Debtors. : Jointly Administered  
 - - - - - x

**PROCEDURES FOR FILING OMNIBUS OBJECTIONS TO CLAIMS**

Pursuant to the Order Establishing Omnibus Objection Procedures and Approving the Form and Manner of the Notice of Omnibus Objections (Docket No.     ) (the "Order")<sup>1</sup> entered by the Bankruptcy Court on March   , 2009, the Bankruptcy Court approved these procedures for filing omnibus objections to proofs of claims and requests for allowance and payment of administrative expenses and/or cure claims (collectively, the "Claims") in connection with the above-

<sup>1</sup> Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Order.

captioned chapter 11 cases (the "Omnibus Objection Procedures").

### **Omnibus Objection Procedures**

1. **Form of Omnibus Objection.** Omnibus Objections will be numbered consecutively, regardless of basis.
2. **Number of Proofs of Claim per Omnibus Objection.** The Debtors may object to no more than 500 Claims per Omnibus Objection.
3. **Grounds for Omnibus Objection.** The Debtors may object to the Claims on any grounds.
4. **Supporting Documentation.** To the extent appropriate, Omnibus Objections may be accompanied by an affidavit or declaration that states that the affiant or the declarant has reviewed the Claims included therein and applicable supporting information and documentation provided therewith, made reasonable efforts to research the Claim on the Debtors' books and records and believes such documentation does not provide prima facie evidence of the validity and amount of such Claims.
5. **Claims Exhibits.** An exhibit listing the Claims that are subject to the Omnibus Objection will be attached to each Omnibus Objection. Each exhibit will only contain those Claims to which there is a common basis for the Omnibus Objection. Claims for which there is more than one basis for an Omnibus Objection will be referenced on each applicable exhibit. Each exhibit will include, among other things, the following information: (a) an alphabetized list of the claimants whose Claims are the subject of the Omnibus Objection; (b) the claim numbers of the Claims that are the subject of the Omnibus Objection; (c) the grounds for the objections that are the subject of the Omnibus Objection; and (d) a reference to the exhibit of the Omnibus Objection in which the ground(s) for the objection is discussed. Where applicable, additional information may be included in the exhibits, including: for Claims that the Debtors seek to reclassify, the proposed classification of such claims; for Omnibus Objections in which the Debtors seek to reduce the amount of Claims, the proposed reduced claim amount; and for Claims that the Debtors propose to be surviving claims where related claims will be disallowed the surviving claim.

6. **Omnibus Objection Notice.** Each Omnibus Objection will be accompanied by a notice of such Omnibus Objection (each, a "Notice") in substantially the form attached to the Order as Exhibit 2. The Notice will, among other things: (a) describe the basic nature of the Omnibus Objection; (b) inform claimants that their rights may be affected by the Omnibus Objection and encourage them to read the Omnibus Objection carefully; (c) identify a response date and describe the procedures for filing a written response (each, a "Response") to the Omnibus Objection; (d) identify a hearing date, if applicable, and related procedures; and (e) describe how Claims, the Omnibus Objection and other pleadings in the chapter 11 cases may be obtained. Although the Notice generally will be in the form attached hereto, it may be tailored specifically to address particular claimants or types of Omnibus Objections.

7. **Status Hearings.** Status hearings for all Claims for which timely responses are filed will be held on scheduled omnibus hearing dates. Unless otherwise notified, no claimants will need to appear at the status hearings on the Omnibus Objections. If an evidentiary hearing is necessary, claimants will be provided a separate notice of hearing.

8. **Order if No Response.** The Debtors may submit an order to the Bankruptcy Court sustaining each Omnibus Objection to Claims for which the Debtors did not receive a timely Response without further notice to such claimants. The Debtors may submit an order for Claims in an Omnibus Objection to which no response is filed, even if there are Responses to certain Claims objected to in such Omnibus Objection.

9. **Each Objection Is a Contested Matter.** Each Claim subject to an Omnibus Objection and the Response thereto shall constitute a separate contested matter as contemplated by Bankruptcy Rule 9014, and any order entered by the Bankruptcy Court will be deemed a separate order with respect to such claim.

#### **Requirements For All Responses To Objections**

Parties who disagree with the request sought in an Omnibus Objection are required to file a Response in accordance with the procedures set forth herein. If a

claimant whose Claim is subject to an Omnibus Objection does not file and serve a Response in compliance with the procedures below, the Bankruptcy Court may sustain the Omnibus Objection with respect to such Claims without further notice to the claimant.

1. **Contents.** To facilitate a speedy and non-judicial resolution of a Claim subject to an Omnibus Objection, any claimant filing a Response shall use its best efforts to include the following (at a minimum) in its filed Response, to the extent such materials are not attached to its proof of claim:

- a. a caption setting forth the name of the Bankruptcy Court, the name of the Debtors, the case number and the title of the Omnibus Objection to which the Response is directed;
- b. the claimant's name and an explanation for the amount of the Claim;
- c. a concise statement, executed by (or identifying by name, address and telephone number) a person with personal knowledge of the relevant facts that support the Response, setting forth the reasons why the Bankruptcy Court should overrule the Omnibus Objection as to the claimant's claim, including, without limitation (to the extent not set forth in its proof of claim), the specific factual and legal bases upon which the claimant intends to rely in support of its Response and its underlying Claim;
- d. a copy of or identification of any other documentation or other evidence of the Claim, to the extent not already included with the Claim that the claimant presently intends to introduce into evidence in support of its Claim at the hearing; provided, however, that for a Response filed in support of a Claim arising out of a lease of real property, the Response need not attach such lease if the claimant indicates its willingness to provide such documentation upon request;

- e. a declaration of a person with personal knowledge of the relevant facts that support the Response; and
- f. the claimant's address, telephone number and facsimile number and/or the name, address, telephone number and facsimile number of the claimant's attorney and/or designated representative to whom the attorneys for the Debtors should serve a reply to the Response, if any (collectively, the "Notice Address"). If a Response contains Notice Address that is different from the name and/or address listed on the Claim, the Notice Address will control and will become the service address for future service of papers with respect to all of the claimant's Claims listed in the Omnibus Objection (including all Claims to be disallowed and the surviving Claims) and only for those Claims in the Omnibus Objection.
- g. To the extent such person differs from the person identified pursuant to subsection e, above, the name, address, telephone number, facsimile number, and electronic mail address of the representative of the claimant (which representative may be the claimant's counsel) party with authority to reconcile, settle or otherwise resolve the Omnibus Objection on the claimant's behalf (the "Additional Addresses"). Unless the Additional Addresses are the same as the Notice Addresses, the Additional Address will not become the service address for future service of papers.

2. **Failure to File a Timely Response.** If the claimant fails to file and serve a Response on or before the Response Deadline in substantial compliance with the procedures set forth herein, the Debtors may present to the Bankruptcy Court an appropriate order granting the relief requested in the Omnibus Objection without further notice to the claimant.

3. **Service of the Response.** A written Response to an Omnibus Objection, consistent with the requirements described herein and in the Notice, will be deemed timely

filed only if the Response is actually received by the Bankruptcy Court on or before the Response Deadline. A written Response to an Omnibus Objection, consistent with the requirements described herein and in the Notice, will be deemed timely served only if filed in the office of the clerk of the Bankruptcy Court on or before the Response Deadline (which deadline will be clearly set forth in the Notice). If a Response is filed electronically through the Bankruptcy Court's CM/ECF system, no other service on the Debtors shall be necessary. If the Response is not filed electronically, the Response must be actually received on or before the Response Deadline by the following parties:

SKADDEN, ARPS, SLATE, MEAGHER & FLOM, LLP One Rodney Square PO Box 636 Wilmington, DE 19899-0636 Attn: Gregg M. Galardi Attn: Ian S. Fredericks	MCGUIREWOODS LLP One James Center 901 E. Cary Street Richmond, VA 23219 Attn: Dion W. Hayes Attn: Douglas M. Foley
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- and -

SKADDEN, ARPS, SLATE, MEAGHER  
& FLOM, LLP  
333 West Wacker Drive  
Chicago, IL 60606  
Attn: Chris L. Dickerson

4. **Reservation of Rights.** Nothing in the Notice or the Omnibus Objection will constitute a waiver of the right to assert any claims, counterclaims, rights of offset or recoupment, preference actions, fraudulent-transfer actions or any other claims against the claimant of the Debtors. Unless the Bankruptcy Court allows a Claim or specifically orders otherwise, the Debtors have the right to object on any grounds to the Claims (or to any other Claims or causes of action filed by a claimant or that have been scheduled by the Debtors) at a later date. In such event, the respective claimant will receive a separate notice of any such objections.